National Interstate CORP Form 4 January 20, 2015

## FORM 4

#### **OMB APPROVAL**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION					
Washington, D.C. 20549					

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

**SECURITIES** 

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(\$0.01 par value)

(Print or Type Responses)

1. Name and Address of Reporting Person * Monda Gary N			2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
			Nationa	l Interstat	e CORP	[NA]	LJ	(Che	ck all applicable	e)
(Last)	(First)	(Middle)	3. Date of	Earliest Tr	ansaction					
				(Month/Day/Year) 01/19/2015				Director 10% Owner X Officer (give title Other (specify below) below)  VP & Chief Investment Officer		
	(Street)		4. If Ame	ndment, Da	te Original			6. Individual or J	oint/Group Filir	ng(Check
RICHFIELD, OH 44286			Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securit	ties Acq	uired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution	emed on Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4	sposed 4 and 5	of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Common				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Shares (\$0.01 par value)	01/19/2015			M	19,500	A	\$ 13.5	43,578	D	
Common Shares (\$0.01 par								7,900	I	By IRA

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 13.5	01/19/2015		M	19,500	<u>(1)</u>	02/02/2015	Common Shares (\$0.01 par value)	19,500

### **Reporting Owners**

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

Monda Gary N 3250 INTERSTATE DRIVE RICHFIELD, OH 44286

VP & Chief Investment Officer

### **Signatures**

/s/Gary N. 01/20/2015 Monda

\*\*Signature of Date
Reporting Person

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On February 2, 2005, the reporting person was granted an option to purchase 35,000 shares of common stock. The options vested in five equal installments each January 1 following the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2